

USENIX Association Policies

Approved by the USENIX Board of Directors on July 26, 2021

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Board of Directors Policies

Delegation to Staff

In connection with their oversight of the Association, the Board hires an Executive Director, to whom they delegate their day-to-day responsibilities.

Board Meetings

Notice

Email or other written notice of the place or manner, date, and time of each regular Board meeting shall be given to each director at least 48 hours before the meeting. Board meetings to handle urgent matters are exempt from the 48-hour notice requirement.

Minutes

Minutes of all regular Board meetings shall be taken by the Secretary or other designee and retained by USENIX staff. [Minutes](#) will be published on the Association's website as soon as practical after each meeting.

Minutes of executive sessions are to be kept confidential, and accessible only to members of the Board of Directors.

Board Elections

USENIX staff shall prepare a schedule for each election, approximating the following dates. Elections shall conclude by April 1 in accordance with the [bylaws](#).

Dates falling on weekends or U.S. holidays may shift to a nearby weekday.	
9/1	Nominating Committee formed by this date, comprised of voting members
9/15	Call for Nominations published on website
11/1	Close of nominations to the Nominating Committee
12/1	Nominating Committee report with slate of candidates published on website
1/4	Deadline for other nominations from the voting membership
1/15	Candidate statement deadline
2/1	Candidate statements published on website
2/1-3/15	Open voting
3/15	Close of voting; this is the "Due Date" referenced in bylaws 7.1
3/22	Candidates informed of results by this date

3/31	Membership informed of results by this date; conclusion of election
4/1	Bylaws require elections to be complete per section 7.2, except in the case of a runoff

Announcement of Board Nominations

The nomination process is set forth in the [Association's bylaws](#). The Nominating Committee nominations for board positions shall be published on the Association's website. The online report shall also identify all Committee members. All valid nominations shall appear as candidates on the election ballot.

Candidates' Statements

Each candidate should prepare and submit a statement to USENIX staff by the deadline. Candidates may optionally include a photo, URL, and/or email address. While staff may edit statements for length, candidates must approve their final statements before publication. If an approved statement is not received by the publication deadline, no statement will appear for that candidate.

Ballot Format

Voting will be conducted electronically, and members will have access to a ballot and links to the candidate statements.

- The website and ballot shall list candidates in this order:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Directors at Large
- Two boxes shall appear beside each officer candidate's name: "for" and "abstain."
- If there are multiple candidates for an officer position, they will be presented in alphabetical order.
- Explanatory text for the officers shall read, "For each officer position, choose one candidate. The candidate with the most votes is elected."
- Explanatory text for Directors at Large shall read, "Mark at most 4 candidates. The 4 candidates with the most votes are elected."

Soliciting Votes from Members

Voting members shall be notified via email when the system is open for voting. The email shall include links to candidate statements and details on how to vote.

Access to Voting System

Each voting member may vote once, after which the ballot shall become inaccessible. Voting member access to the voting system shall be disabled at close of voting. Candidates with the most votes are elected. In the case of a tie, run off elections will be held as soon as possible after the results are announced.

Announcement of Results

All candidates shall be informed of the results within one week of the close of voting. The results of the vote will be announced to the members as soon as possible thereafter.

Membership

The Association shall offer various types of membership, as described on the [website](#). Changes to membership types and dues shall be approved by a majority vote of the Board of Directors.

Other memberships include the following:

- Honorary Member. The Board at its sole discretion can appoint any person or organization with a bona fide interest in the purposes of the Association as honorary members. Such members will not be required to pay dues, and include winners of the [USENIX Lifetime Achievement Award](#) ("The Flame").
- Special Circumstances Member. Any person who has experienced financial hardship due to unemployment, disability, or hardship resulting in severely diminished funds for membership, and submits a statement attesting to his/her circumstances, as reviewed and approved by the USENIX staff.

Loss of Membership; Appeals

Members shall lose their membership upon expiration or as otherwise determined by the Board. A loss of membership may be appealed in writing within 90 days, addressed to the Executive Director, or any Board member, stating why membership should be reinstated. The Board of Directors shall act upon an appeal within 90 days of its receipt, and shall notify the appellant in writing of its decision within thirty days thereafter.

Fiscal Policies

USENIX shall maintain a general ledger and produce accrual-based financial statements. An annual budget shall be approved by the Board, and the Executive Director shall regularly report the ongoing state of the budget to the Board.

Annual Audit

The Board of Directors shall approve the selection of an independent certified public accounting firm to perform an annual review of the complete financial books and records of the organization in conformity with [standards established by the AICPA](#).

Financial Accounts

The Treasurer and the Executive Director shall authorize the opening and closing of accounts. If they cannot perform their duties or are unavailable (for example, for medical or foreign travel reasons), then any other officer of the Board of Directors is authorized to act in their stead.

Operating Accounts

All expenditures shall be made from operating accounts. The operating funds of the Association may be divided across checking accounts, savings accounts, and temporary investment accounts, and may be freely moved among them by authorized account signatories. Signatories include the Executive Director, Deputy Director, and Board Treasurer; as desired, they may also include any current member of the Board of Directors, or any staff director as designated by the Executive Director.

Multiple payments should never be made at one time to a payee in order to avoid signature or approval requirements for payments over \$75,000 as described below.

Reserve Accounts

The Reserve Accounts constitute the savings of the Association, and are held in a clearly segregated, professionally managed investment account. They serve as a reserve for the Association in tough economic times, and when unforeseen circumstances occur.

The Board shall set the investment guidelines for the money managers based on its judgment of the required safety net and economic conditions.

Goals and Use of the Reserve Fund

While the yield of these investments is important, excessive risk and speculation should be avoided. Liquidity is less crucial as the funds should not be used to cover operating expenses except in times of significant need. While seeking to obtain the maximum prudent return on reserve funds, it is recognized that all investments carry with them some degree of risk.

Funds should be transferred to the Reserve Accounts if significant excess funds exist in the Operating Accounts after operating expenses are met. Operating funds may be transferred into the Reserve accounts at any time without Board authorization. The Executive Director may request Board approval to transfer funds from the Reserve Accounts to the Operating Accounts when it is difficult to otherwise balance the operating budget.

Should the Reserve Accounts grow beyond a size deemed by the Board to be prudent for stabilizing ongoing operations and providing security for the Association, the Board will endeavor to use excessive surplus funds to support activities consistent with the goals of the Association.

Withdrawals from the Reserve Fund

Withdrawals from the Reserve Fund may occur as part of a Board-approved budget or on an emergency basis.

When funds are urgently required, the Executive Director shall convene a meeting or, if impractical, initiate an email discussion of the issue, with the Board of Directors. If, after due diligence, such a meeting cannot be convened in the necessary amount of time, the Executive Director and Treasurer, after consulting with all available Board

members in whatever manner is feasible, are jointly and severally authorized to transfer the funds. Any such transfer shall be immediately communicated to the Board and a report on the current fiscal status of the Association shall be communicated to the Board as soon as practical and no later than the next Board meeting.

Expenditures and Contracts: Review and Approval

The Executive Director is responsible for overseeing all expenditures, and may delegate approval authority to appropriate staff designees as deemed necessary.

- **Expenditures under \$20,000** shall be authorized by the functional manager responsible for the expenditure.
- **Expenditures between \$20,000 and \$75,000** shall be authorized by either the Executive Director, Deputy Director, or designee.
- **Expenditures over \$75,000** require two signatures, which may be provided by any two bank account signatories.
- **Contracts requiring that USENIX pay more than \$75,000** shall be reviewed by at least two of the following: Executive Director, Deputy Director, functional area director or manager, or other appropriate staff designee. If either or both reviewers determine that there are new terms in the contract, those terms shall be reviewed by the USENIX attorney. "New" terms are those that are not substantially similar to terms that the attorney has reviewed in prior contracts signed by USENIX. Discretion shall remain with the Executive Director, Deputy Director, or designee to identify intentionally negotiated terms that the attorney need not review.

Board Expenses Paid by USENIX

All reasonable and proper expenses of Board members will be paid by USENIX. This may include Board meetings, attendance at USENIX conferences, or other events at which they represent USENIX.

Changes to these Usenix Association Policies

This document may be modified at any time with the approval of the majority of the Board.